



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

April 15, 2024

Martyn Willsher  
President and Chief Executive Officer  
Amplify Energy Corp.  
500 Dallas Street, Suite 1700  
Houston, TX 77002

**Re: Amplify Energy Corp.  
Registration Statement on Form S-3  
Filed April 8, 2024  
File No. 333-278555**

Dear Martyn Willsher:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Anuja A. Majmudar at 202-551-3844 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Matt Pacey